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OF COUNSEL
URBAN A. LESTER

Qw...
December 16, 1997

RECORDATION NO. 20890-D & E FILED

DEC 16 '97 11-30AM

Dec 16 11 28 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents, dated December 16, 1997: Memorandum of Lease Supplement No. 2 and Memorandum of Equipment Trust Agreement Supplement No. 1.

The enclosed documents relate to the Memorandum of Lease previously filed with the Board under Recordation Number 20890.

The names and addresses of the parties to the enclosed documents are:

D →

Memorandum of Lease

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Lessor: FMB Trust Company, National Association
25 South Charles Street
Baltimore, Maryland 21202

Mr. Vernon A. Williams
December 16, 1997
Page 2

E → Memorandum of Equipment Trust

Security Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

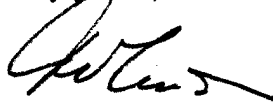
Owner Trustee: FMB Trust Company, National Association
25 South Charles Street
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Schedule A
 TTX Company
 Lease No. 45B
 2nd closing on December 16, 1997

First MD

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
<u>Gunderson Inc.</u>					
Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	30	150	750071-750100.	Oct.'97	T-2A97-F
<u>National Steel Car Limited</u>					
Three-unit articulated 48' all-purpose double-stack well cars for carrying containers or trailers- DTTX.	51	153	400064-400105, 400107-400109, 400111-400114, 400116,400119.	Oct.-Nov.'97	T-2097-N
Total	81	303			

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (NO. 45-B)
dated December 16, 1997, by TTX COMPANY, a Delaware corporation, as
lessee, and FMB TRUST COMPANY, NATIONAL ASSOCIATION, not in its
individual capacity but solely as trustee of TTX LEASE 45-B TRUST, a
Maryland trust, as lessor.

The undersigned have entered into that certain Lease of Railroad
Equipment (No. 45-B) dated as of September 1, 1997 for a term ending on July 2,
2018, subject to early termination and renewal on the terms and conditions set
forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been
filed with the Surface Transportation Board pursuant to Section 11301 of Title 49
of the United States Code on September 29, 1997, at 12:36p.m., recordation
number 20890.

The undersigned have entered into that certain Lease Supplement
No. 2 (No. 45-B) dated December 16, 1997, whereby the terms and provisions of
the above-referenced Lease of Railroad Equipment are made applicable to the
railroad equipment listed in Schedule A hereto, and wish to show for the public
record the interest of FMB Trust Company, National Association, not in its
individual capacity but solely as trustee for TTX Lease 45-B Trust, a Maryland
trust, as owner and lessor of said equipment, and the interest of TTX Company as
lessee thereof.


RECORDATION NO. 20890-D FILED

DEC 16 '97

11-30AM

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

By: 
Name: Thomas D. Marion
Title: Treasurer

FMB TRUST COMPANY,
NATIONAL ASSOCIATION,
not in its individual capacity,
but solely as trustee of
TTX LEASE 45-B TRUST

By: _____
Name: _____
Title: _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 11th day of December, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Jane M. Wilhelm
Notary Public
(Seal)

My commission expires

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 11th day of December, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of FMB TRUST COMPANY, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public
(Seal)


My commission expires

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

TTX COMPANY

By _____
Name: Thomas D. Marion
Title: Treasurer

FMB TRUST COMPANY,
NATIONAL ASSOCIATION,
not in its individual capacity but solely
as trustee of TTX LEASE 45-B TRUST,

By  _____
Name: Robert D. Brown
Title: Assistant Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this ____ day of December, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public
(Seal)

My commission expires

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)
CITY of Baltimore

On this 15th day of December, 1997, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Michael L. Hirsch

Notary Public
(Seal)
Michael L. Hirsch, Notary Public
Montgomery County
State of Maryland
My Commission Expires Sept. 13, 1999

My commission expires 9/13/99

Schedule A
 TTX Company
 Lease No. 45B

First MD

2nd closing on December 16, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
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